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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

- - - - -	x	
FREEPORT PARTNERS, LLC,	:	
	:	
Plaintiff,	:	
v.	:	
	:	Civil Action No.
JACK FRIEDMAN, STEPHEN BERMAN,	:	04 Civ. 9441 (KMK)
and JOEL BENNETT,	:	
	:	
Defendants.	:	
	:	
- and -	:	
JAKKS PACIFIC, INC.,	:	
	:	
Nominal Defendant.	:	
- - - - -	x	

STIPULATION AND ORDER

WHEREAS, plaintiff, through its counsel, has filed a
purported shareholder derivative complaint (the "Derivative
Complaint") against defendants Jack Friedman, Stephen Berman and
Joel Bennett (the "Individual Defendants") and nominal defendant

Jakks Pacific, Inc. (collectively "Defendants") in the above-referenced matter on or about December 2, 2004 (the "Derivative Action");



WHEREAS, the allegations in the Derivative Complaint are based in part on or arise out of the allegations in several purported class action complaints that have been filed in this Court against Defendants, including: (1) Garcia v. JAKKS Pacific, Inc., et al., Civil Action No. 04-8807 (filed on or about 11/05/2004), (2) Quantum Equities L.L.C. v. JAKKS Pacific, Inc., et al., Civil Action No. 04-8877 (filed on or about 11/09/2004), (3) Kahn v. JAKKS Pacific, Inc., et al., Civil Action No. 04-8910 (filed on or about 11/10/2004), (4) Jonco Investors, LLC v. JAKKS Pacific, Inc., et al., Civil Action No. 04-9021 (filed on or about 11/16/2004), and (5) Irvine v. JAKKS Pacific, Inc., et al., Civil Action No. 04-9078 (filed on or about 11/16/2004) (collectively referred to herein as the "Class Action Complaints");

WHEREAS, the various plaintiffs and their respective counsel in the Class Actions have yet to file any motions for Appointment of Lead Plaintiff and Lead Counsel as required pursuant to Section 21D of the Securities Exchange Act of 1934 or to move to consolidate the Class Action complaints pursuant to Rule 42(a) of the Federal Rules of Civil Procedure and Defendants

have yet to file any Motions to Dismiss the Class Action Complaints (the "Class Action Motions"), although such Motions are contemplated;

WHEREAS, in the interest of judicial economy and to avoid duplication of effort by the parties and the Court prior to the filing and adjudication of the Class Action Motions, the parties hereto have agreed to set a schedule for the filing of an answer or motion to dismiss the Derivative Complaint and Plaintiff's response thereto;

THEREFORE, the parties by and through their counsel of record, stipulate as follows:

1. Defendants shall answer or move in response to the Derivative Complaint no later than ^{thirty (30)} ~~forty-five (45)~~ days after filing their answer to the Class Action Complaints or a consolidated Class Action Complaint, if any such answer is required; 
2. Plaintiff shall file and serve their opposition to any motion to dismiss the Derivative Complaint no later than ^{twenty (20)} ~~thirty (30)~~ days after service of any motion to dismiss the Derivative Action Complaint; and 
3. Defendants shall file and serve their reply in further support of any motion to dismiss Derivative Complaint no

later than ^{twenty (20)}~~thirty (30)~~ days after service of any opposition
to a motion to dismiss the Derivative Action Complaint. *(Kmt)*

Dated: December 29, 2004


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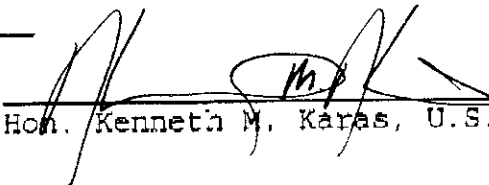
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Attorneys for Jakks Pacific, Inc.

IT IS SO ORDERED

DATED: March 31, 2005


Hon. Kenneth M. Karas, U.S.D.J.